

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

October 17, 2000

IN RE:

**APPROVAL OF THE AMENDMENTS TO THE
INTERCONNECTION AGREEMENT
NEGOTIATED BY BELL SOUTH
TELECOMMUNICATIONS, INC. AND RHYTHMS
LINKS INC. F/K/A ACI CORP. PURSUANT TO
SECTIONS 251 AND 252 OF THE
TELECOMMUNICATIONS ACT OF 1996**

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DOCKET NO. 00-00656

ORDER APPROVING AMENDMENTS TO THE INTERCONNECTION AGREEMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition of BellSouth Telecommunications, Inc. for approval of Amendments to the Interconnection Agreement (the "Amendments") negotiated by and between BellSouth Telecommunications, Inc. and Rhythms Links, Inc., formerly known as ACI Corp. The Petition for approval of the Amendments came before the Authority pursuant to 47 U.S.C. §§ 251-252.

The Amendments were considered at a regularly scheduled Authority Conference held on October 10, 2000, in Nashville, Tennessee before Chairman Sara Kyle, Director H. Lynn Greer, Jr., and Director Melvin J. Malone. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Amendments and made the following findings and conclusions:

- 1) The Amendments are in the public interest as it provides consumers with alternative sources of telecommunications services within the BellSouth Telecommunications, Inc. service area;

2) The Amendments are not discriminatory to telecommunications service providers that are not parties thereto;

3) No party has sought intervention in this docket;

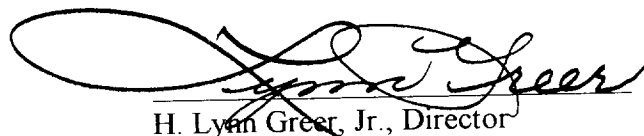
4) The approval of the Amendments are consistent with previous Authority decisions and orders; and

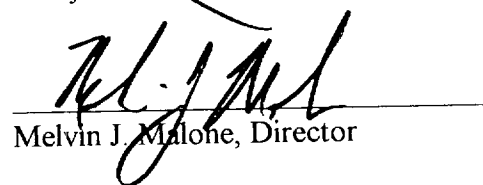
5) The Amendments and the Interconnection Agreement are reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:

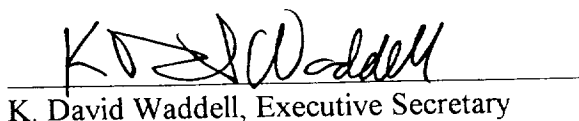
The Amendments to the Interconnection Agreement negotiated by and between BellSouth Telecommunications, Inc. and Rhythms Links, Inc. is approved and is subject to the review of the Authority as provided herein.


Sara Kyle, Chairman


H. Lynn Greer, Jr., Director


Melvin J. Malone, Director

ATTEST:


K. David Waddell, Executive Secretary